

\$16.00

LAW OFFICES

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WRITER'S DIRECT LINE
(312) 750-8655

July 2, 1993

PARK AVENUE TOWER
65 EAST 55TH STREET
NEW YORK NEW YORK 10022-3219
212-421-5555

580 HOWARD AVENUE
SOMERSET NEW JERSEY 08873
908-563-2700

888 SIXTEENTH STREET N.W.
WASHINGTON D.C. 20006-4103
202-296-8600

TELECOPIER
312-750-8600

SUSAN G. LICHTENFELD

VIA FEDERAL EXPRESS

18302 3-188A057

JUL 7 1993 PM
INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
JUL 7 12 19 PM '93

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of July 2, 1993, from State Street Bank and Trust Company of Connecticut, N.A., as Trustee, to General American Transportation Corporation, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: State Street Bank and Trust Company of Connecticut, N.A.
750 Main Street
Suite 1114
Hartford, CT 06103

Buyer: General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Sidney L. Strickland, Jr.
Interstate Commerce Commission
July 2, 1993
Page 2

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I to the Bill of Sale.

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of July 2, 1993 from State Street Bank and Trust Company of Connecticut, N.A., as Seller, to General American Transportation Corporation, as Buyer, covering 166 molten sulphur tank cars.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Bronna L. Wasserman
Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

7/7/93

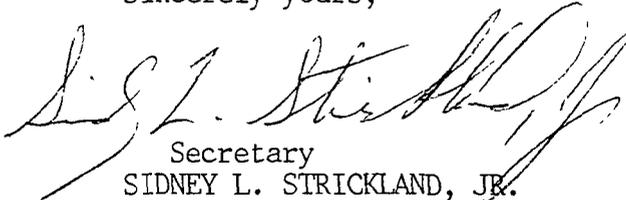
OFFICE OF THE SECRETARY

Susan G. Lichentfeld
Ross & Hardies
150 North Michigan Avenue
Suite 2700
Chicago, Illinois 60601

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 7/7/93 at 12:25PM, and assigned
recordation number(s). 18302

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18302
JUL 1993 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, State Street Bank and Trust Company of Connecticut, N.A., not individually but solely as trustee under a Trust Agreement dated as of December 1, 1978, as amended, with Citicorp Leasing, Inc. ("Seller") does hereby sell, assign and transfer unto General American Transportation Corporation ("Buyer"), and its successors and assigns, all of its right, title and interest in and to the units of railroad rolling stock described in Schedule I hereto (the "Equipment").

The Equipment is sold by Seller to Buyer "As-Is" and "Where-Is" and with all faults. SELLER DOES NOT MAKE ANY WARRANTY OR REPRESENTATION, EITHER EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL, EQUIPMENT OR WORKMANSHIP IN, THE EQUIPMENT, AND SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR A PARTICULAR PURPOSE OR AS TO TITLE TO THE EQUIPMENT OR ANY COMPONENT THEREOF, OR ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, WITH RESPECT TO THE EQUIPMENT OR ANY THEREOF. The description of the Equipment set forth in Schedule I is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 2nd day of July, 1993.

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., not individually but solely as trustee under the Trust Agreement dated as of December 1, 1978, as amended, with Citicorp Leasing, Inc.

By: Cauna M Antonacci
Name: CAUNA M. ANTONACCI
Title: ASSISTANT SECRETARY

SCHEDULE I
TO
BILL OF SALE

Type

Quantity

Road Numbers

Molten Sulphur
Tank Cars, 100 ton,
13250 gal.

166

GATX 300226-
300397, inclusive,
except for the
following units:
GATX 300242, 300265,
300315, 300338,
300349 and 300368

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

On this 2nd day of July, 1993, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named CAUNA M. ANTONACCI to me a ASSISTANT SECRETARY of State Street Bank & Trust Company, a national banking association, and duly authorized by authority of the board of directors or the by-laws of said association in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said association and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of July, 1993.

Maryanne V. Dierogne
Notary Public

My Commission Expires:

MARYANNE V. DIEROGNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997
